

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS**

REID FRIEDMAN, on behalf of himself and all
others similarly situated,

Plaintiff,

vs.

PENSON WORLDWIDE, INC., PHILIP A.
PENDERGRAFT, KEVIN W. MCALEER,
ROGER J. ENGEMOEN, DANIEL P. SON,
THOMAS R. JOHNSON, BDO SEIDMAN,
LLP and BDO LLP, USA,

Defendants.

Case No.: 11-cv-02098-O

**NOTICE OF MOTION AND MOTION FOR (I) PRELIMINARY APPROVAL OF
SETTLEMENT; (II) PRELIMINARY CERTIFICATION OF THE SETTLEMENT CLASS;
(III) APPROVAL OF FORM AND MANNER OF NOTICE; AND (IV) APPOINTMENT OF
SETTLEMENT ADMINISTRATOR**

**KAPLAN FOX &
KILSHEIMER LLP**

Frederic S. Fox
Jeffrey P. Campisi (admitted *pro hac vice*)
850 Third Avenue, 14th Floor
New York, New York 10022

Laurence D. King (admitted *pro hac vice*)
350 Sansome Street, Suite 400
San Francisco, California 94104

**SCHNEIDER WALLACE COTTRELL
BRAYTON KONECKY LLP**

Peter Schneider
Texas Bar No. 00791615
Ryan R. C. Hicks
Texas Bar No. 240008896
3700 Buffalo Speedway #1100
Houston, Texas 77098

Co-Lead Counsel for Lead Plaintiff Reid Friedman and the Proposed Class

Michael K. Hurst, Texas Bar No. 10316310
GRUBER HURST JOHANSEN HAIL SHANK LLP
1445 Ross Ave., Suite 2500
Dallas, TX 75202

Local Counsel

TO: ALL PARTIES AND THEIR COUNSEL OF RECORD

As required by Rule 23(e) of the Federal Rules of Civil Procedure and pursuant to the Court's November 29, 2012 Order (ECF No. 73), Lead Plaintiff Reid Friedman ("Lead Plaintiff") respectfully moves this Court for an order that: 1) preliminarily approves a settlement of this action; 2) certifies a class for settlement purposes; 3) approves the form and manner of notice of the proposed settlement to the members of the settlement class; and 4) appoints a settlement administrator.

The following documents shall be submitted to the Court in support of Lead Plaintiff's motion: 1) Stipulation of Settlement dated December 28, 2012 ("Stipulation"); 2) Memorandum of Law in Support of Lead Plaintiff's Motion for (I) Preliminary Approval of Settlement; (II) Preliminary Certification of the Settlement Class; (III) Approval of Form and Manner of Notice; and (IV) Appointment of Settlement Administrator ("Mem. of Law"); 3) Appendix to the Mem. of Law; and 4) a proposed Order Preliminarily Approving Settlement ("Proposed Order").

The Proposed Order is Exhibit A to the Stipulation and is concurrently being submitted to the Court via email pursuant to the Court's individual rules of practice. Defendants have approved the Proposed Order, and support the Court's entry of the Proposed Order.

DATED: December 28, 2012

By: /s/ Jeffrey P. Campisi

Frederic S. Fox
Jeffrey P. Campisi (admitted *pro hac vice*)
KAPLAN FOX & KILSHEIMER LLP
850 Third Avenue
New York, NY 10022
Telephone: 212-687-1980
Facsimile: 212-687-7714
ffox@kaplanfox.com
jcampisi@kaplanfox.com

Laurence D. King (admitted *pro hac vice*)
KAPLAN FOX & KILSHEIMER LLP
350 Sansome Street, Suite 400
San Francisco, CA 94104
Telephone: 415-772-4700
Facsimile: 415-772-4707
lking@kaplanfox.com

Peter Schneider, Texas Bar No. 00791615
Ryan R. C. Hicks, Texas Bar No. 240008896
SCHNEIDER WALLACE COTTRELL
BRAYTON KONECKY LLP
3700 Buffalo Speedway #1100
Houston, Texas 77098
Telephone: (713) 338-2560
Facsimile: (866) 505-8036
pschneider@schneiderwallace.com
rhicks@schneiderwallace.com

**CO-LEAD COUNSEL FOR LEAD
PLAINTIFF REID FRIEDMAN AND THE
PROPOSED CLASS**

Michael K. Hurst
Texas Bar No. 10316310
GRUBER HURST JOHANSEN HAIL
SHANK LLP
1445 Ross Ave., Suite 2500
Dallas, TX 75202
Telephone: (214) 855-6802
Facsimile: (214) 855-6808
mhurst@ghjhlaw.com

LOCAL COUNSEL

CERTIFICATE OF SERVICE

On December 28, 2012, I caused the following and foregoing document to be electronically filed with the Clerk of Court using the CM/ECF system, which will send notification of such filing to counsel of record.

DATED: December 28, 2012 By: s/ Jeffrey P. Campisi